ALAMOSA HOLDINGS INC
Form PREM14A
December 02, 2005
PRELIMINARY PROXY STATEMENT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement	
Definitive Additional Materials	
Soliciting Material under Rule 14a-12	

ALAMOSA HOLDINGS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
Common Stock, par value $0.01 per share, and Series B Convertible Preferred Stock, par value $0.01 per share, of Alamosa Holdings, Inc.

(2) Aggregate number of securities to which transaction applies:
172,260,549 shares of Common Stock (consisting of 163,463,998 shares of Common Stock outstanding on November 28, 2005; 8,497,920 shares issuable upon exercise of options; and 298,631 shares issuable upon exercise of warrants) and 219,725 shares of Series B Convertible Preferred Stock outstanding as of November 28, 2005

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
The filing fee was based upon the sum of (A) $3,064,949,962.50 (163,463,998 shares of Common Stock outstanding on November 28, 2005 multiplied by $18.75 per share), (B) $302,932,660.25 (219,725 shares of Series B Convertible Preferred Stock outstanding on November 28, 2005 multiplied by $1,378.69), (C) $55,921,174.80 (8,358,920 shares of Common Stock issuable upon the exercise of in-the-money options multiplied by $6.69, the difference between $18.75 and $12.06, the weighted average exercise price per share of in-the-money options); and (D) $170,786.00 (7,700 shares of Common Stock issuable upon the exercise of in-the money warrants multiplied by $22.18, the sum of (i) $3.45, the cash received upon exercise of the warrants, plus (ii) the difference between $18.75 and $0.02, the weighted average exercise price per share of in-the-money warrants)

(4) Proposed maximum aggregate value of transaction:
$3,423,974,583.55

(5) Total fee paid:
$366,365.28 (the product of the proposed maximum aggregate value of the transaction and 0.000107)

Fee paid previously with preliminary materials:
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ALAMOSA HOLDINGS, INC.
5225 South Loop 289, Suite 120
Lubbock, Texas 79424

Dear Alamosa Stockholder:

You are cordially invited to attend a special meeting of the stockholders of Alamosa Holdings, Inc. The special meeting will be held at [ ], local time, on [ ], 2006, at the offices of Alamosa Holdings, Inc., 5225 South Loop 289, Suite 119, Lubbock, Texas 79424.

At the special meeting, you will be asked to consider and vote upon the adoption of an Agreement and Plan of Merger, dated as of November 21, 2005, by and among us, Sprint Nextel Corporation, and AHI Merger Sub Inc., a wholly owned subsidiary of Sprint Nextel, pursuant to which AHI Merger Sub Inc. will merge with and into Alamosa with Alamosa surviving the merger. If the merger is completed, we will no longer be a publicly traded company and will become a wholly owned subsidiary of Sprint Nextel.

If the merger agreement is adopted and the merger is completed in accordance with its terms, then you will be entitled to receive $18.75 in cash per share of our common stock that you own and, for each share of our series B convertible preferred stock you own, $1,378.69 in cash plus dividends accrued and unpaid through the date the merger is completed. We refer to these amounts as merger consideration. You will receive the merger consideration without interest and less any applicable withholding taxes. If you are a U.S. holder, the cash you receive in the merger in exchange for your shares of our stock will be subject to United States federal income tax and also may be taxed under applicable state, local and foreign tax laws.

Our board of directors has approved the merger agreement and the merger, and has determined that the merger agreement and the merger are advisable and that the proposed merger is fair to, and in the best interests of, Alamosa and its stockholders. Accordingly, our board of directors recommends that you vote ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and related transactions.

Your vote is important. We cannot complete the proposed merger unless the merger agreement is adopted and the merger is approved by an affirmative vote of the holders of a majority of the outstanding shares of our common stock and series B convertible preferred stock, voting together as a single class. The obligations of Alamosa and Sprint Nextel to complete the merger are also subject to the satisfaction and waiver of several other conditions to the merger, including receiving approval from regulatory agencies.

The accompanying proxy statement explains the proposed merger and provides specific information concerning the merger agreement and the special meeting. We urge you to read these materials, including the merger agreement and other appendices, completely and carefully.

Whether or not you can attend the meeting to ensure your shares are represented at the meeting, please read the proxy statement carefully, then promptly complete, sign, date and return the enclosed proxy card in the enclosed pre-addressed postage-paid envelope or vote using the telephone or Internet voting procedures described on the proxy card. If you attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

Failure to return a properly executed proxy card, vote by following the telephone or Internet voting procedures, or vote at the special meeting will have the same effect as a vote against the adoption of the merger agreement and approval of the merger. If you have any questions, or need assistance in voting your proxy, please call our proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-888-750-5834.

On behalf of our board of directors, thank you for your continued support.

Very truly yours,
[ ]
David E. Sharbutt
Chairman and Chief Executive Officer

This transaction has not been approved or disapproved by the Securities and Exchange Commission or any state securities commission. Neither the Securities and Exchange Commission nor any state securities commission has

passed upon the merits or fairness of this transaction or upon the adequacy or accuracy of the information contained in this proxy statement. Any representation to the contrary is a criminal offense.

This proxy statement is dated [ ], 2005 and is first being mailed to stockholders on or about [ ], 2005.

ALAMOSA HOLDINGS, INC.
5225 South Loop 289, Suite 120
Lubbock, Texas 79424

NOTICE OF SPECIAL MEETING TO BE HELD ON [ ], 2006

We cordially invite you to attend a special meeting of stockholders of Alamosa Holdings, Inc. The special meeting will be held at [ ], local time, on [ ], 2006, at the offices of Alamosa Holdings, Inc., 5225 South Loop 289, Suite 119, Lubbock, Texas 79424. The meeting is being held:

1. to vote on the adoption of the Agreement and Plan of Merger, dated as of November 21, 2005, by and among us, Sprint Nextel Corporation, and AHI Merger Sub Inc., a wholly owned subsidiary of Sprint Nextel Corporation, and to approve the merger of AHI Merger Sub Inc. with and into Alamosa Holdings, Inc. and the other transactions contemplated by the merger agreement; and
2. to transact any other business that is properly brought before the special meeting or any reconvened meeting after any adjournment or postponement of the meeting.

Our board of directors has fixed the close of business on [ ], 2005, as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting or any adjournment or postponement of the meeting. All stockholders are cordially invited to attend the special meeting in person.

Our board of directors has approved the merger agreement and the merger, and has determined that the merger agreement and the merger are advisable and that the proposed merger is fair to, and in the best interests of, Alamosa and its stockholders. Accordingly, our board of directors recommends that you vote ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and related transactions.

Under Delaware law, if the merger is completed, our stockholders who do not vote in favor of adoption of the merger agreement and approval of the merger will have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with the other Delaware law procedures and requirements explained in the accompanying proxy statement. The procedures are described more fully in the accompanying proxy statement and a copy of the applicable Delaware law provision is attached as Appendix D to the proxy statement.

Your vote is important. To ensure your representation at the special meeting, please complete, sign, date and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instructions card. This will not prevent you from voting in person, but will help secure a quorum and avoid added solicitation costs. If your shares are held in ‘‘street name’’ by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your

proxy may be revoked at any time before it is voted. Failure to return a properly executed proxy card, vote by following the telephone or Internet voting procedures, or vote at the special meeting will have the same effect as a vote against the adoption of the merger agreement and approval of the merger.

We urge you to read carefully the accompanying proxy statement. A copy of the merger agreement is included as Appendix A to the accompanying proxy statement.

By Order of the Board of Directors,
[ ]
Kendall W. Cowan
Chief Financial Officer and Corporate Secretary

[ ], 2005

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following questions and answers are intended to briefly address some commonly asked questions regarding the merger. It should be read together with the summary and the more detailed information contained elsewhere in this

proxy statement. These questions and answers may not address all questions that may be important to you as an Alamosa stockholder. Please refer to the more detailed information contained elsewhere in this proxy statement and the appendices to this proxy statement.

Q. Why am I receiving this proxy statement?

A. Our board of directors seeks your proxy for use at a special meeting, or any adjournment or postponement thereof, at which our stockholders will vote upon a proposal to adopt an Agreement and Plan of Merger, dated as of November 21, 2005, by and among Sprint Nextel Corporation, AHI Merger Sub Inc., a wholly owned subsidiary of Sprint Nextel Corporation, and Alamosa Holdings, Inc., and approve the merger of AHI Merger Sub Inc. with and into Alamosa with Alamosa surviving the merger.

Q. When and where will the special meeting be held?

A. The special meeting will be held at [ ], local time, on [ ], 2006, at the offices of Alamosa Holdings, Inc., 5225 South Loop 289, Suite 119, Lubbock, Texas 79424.

Q. What will I receive for my Alamosa stock in the merger?

A. If the merger agreement is adopted and the merger is consummated, each outstanding share of our common stock will be cancelled and converted automatically into the right to receive $18.75 in cash and each outstanding share of our series B convertible preferred stock will be cancelled and converted automatically into the right to receive $1,378.69 in cash, which amount is equal to the number of shares of common stock into which each share of series B preferred stock is convertible, multiplied by $18.75, plus accrued and unpaid dividends.

Q. What vote is required for our stockholders to adopt the merger agreement?

A. In order for the merger agreement to be adopted, holders of a majority of the shares of our common stock and series B convertible preferred stock, voting together as a single class, at the close of business on [ ], 2005, the record date for the special meeting, must vote ‘‘**FOR**’’ adoption of merger agreement. Each share of our common stock and series B convertible preferred stock outstanding on the record date entitles you to one vote on the merger.

At the close of business on the record date, [ ] shares of our common stock were outstanding and entitled to vote by [ ] owners of record and [ ] shares of series B convertible preferred stock were outstanding and entitled to vote by [ ] owners of record. Concurrently with the execution and delivery of the merger agreement, our directors, executive officers and certain stockholders, holding an aggregate of [ ] shares of our common stock, agreed to vote their shares of common stock for the adoption of the merger agreement and approval of the merger.

Q. What do I need to do now?

A. After you have carefully read this proxy statement, please respond by completing, signing and dating your proxy card and returning it in the enclosed postage-paid envelope or, if available, by submitting your proxy or voting instructions by telephone or through the Internet as described in the instructions included with your proxy card or voting instructions card.

Q. What happens if I do not vote?

A. If you fail to vote, your shares will not be counted for purposes of determining whether a quorum is present at the special meeting. In addition, the failure to vote will have the same effect as a vote

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against adoption of the merger agreement and approval of the merger and related transactions. Proxies returned to us but not marked to indicate your voting preference will be counted as votes ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

Q.

If my shares are held in ‘‘street name’’ by my broker or other nominee, will my broker or other nominee vote my shares for me?

A. Your broker will NOT vote your shares held in ‘‘street name’’ unless you instruct your broker how to vote. Such failure to vote will have the same effect as a vote against adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement. You should therefore provide your broker or other nominee with instructions as to how to vote your shares.

Q. Can I change my vote after I have mailed my proxy card?

A. Yes. You can change your vote at any time before your proxy is voted at the special meeting. You may revoke your proxy by notifying our Corporate Secretary in writing or by submitting a new proxy dated after the date of the proxy being revoked. In addition, your proxy will be revoked by you if you attend the special meeting and vote in person. However, simply attending the special meeting without voting will not revoke a proxy you submitted prior to the special meeting. If you have instructed a broker or other nominee to vote your shares, you must follow the instructions received from that broker or other nominee to change your vote.

Q. Do I need to attend the Alamosa special meeting in person?

A. No. It is not necessary for you to attend the Alamosa special meeting to vote your shares, although you are welcome to attend.

Q. When will holders of our stock receive the merger consideration?

A. Although we cannot predict the exact time of the merger’s completion, we expect to complete the merger in the first quarter of 2006. The merger is subject to receipt of stockholder and regulatory approvals and other conditions. Following the closing of the merger, you will receive instructions on how to receive your cash payment in exchange for your Alamosa stock.

Q. Who will own Alamosa after the merger?

A. After the merger is complete, we will be a wholly owned subsidiary of Sprint Nextel. Upon completion of the merger, our stockholders will no longer have any equity or other ownership interest in us.

Q. Should I send in my Alamosa stock certificates now?

A. No. After the merger is completed, UMB Bank, N.A., the paying agent, will send written instructions for surrendering your Alamosa stock certificates.

Q. Will I owe taxes as a result of the merger?

A. If you are a U.S. holder, the merger will be a taxable transaction to you for United States federal income tax purposes and may also be taxable under applicable state, local and foreign tax laws. The receipt of cash as a result of exercising your appraisal rights will also be a taxable transaction. In general, for United States federal income tax purposes, you will recognize a gain or loss equal to the difference between the amount of cash you receive and your adjusted tax basis in your shares of Alamosa common stock and/or series B convertible preferred stock surrendered. We recommend that you read the section titled ‘‘The Merger — Material U.S. Federal Income Tax Consequences’’ in this proxy statement for a more detailed explanation of the tax consequences of the merger. You should consult your own tax advisor regarding the specific tax consequences of the merger applicable to you in light of your particular circumstances.

Q. Who can help answer my questions?

A. If you have additional questions about the merger or other matters discussed in this proxy statement after reading this proxy statement, you should contact:

Alamosa Holdings, Inc.

5225 S. Loop 289
Lubbock, Texas 79424
Attention: Jon Drake
Phone: (806) 722-1100

If you need assistance, including help with changing or revoking your proxy, please contact the firm assisting us with the solicitation of proxies:

Innisfree M&A Incorporated
501 Madison Avenue
New York, NY 10022
1-888-750-5834
Bankers or Brokers Call:
(212) 750-5833

SUMMARY

This summary highlights selected information included in this proxy statement and should be read together with the questions and answers on the preceding pages. Because this is a summary, it may not contain all of the information that is important to you. To more fully understand the merger agreement and the merger and for a more complete description of the legal terms of the merger, you should read this entire proxy statement carefully, including the appendices attached to this proxy statement. The actual terms of the merger are contained in the merger agreement, a copy of which is attached as Appendix A to this proxy statement. For additional information, see ‘‘Where You Can Find More Information.’’

Unless we otherwise indicate or unless the context requires otherwise, all references in this proxy statement to ‘‘Alamosa,’’ ‘‘Alamosa Holdings,’’ ‘‘we,’’ ‘‘our,’’ ‘‘us’’ or similar references mean Alamosa Holdings, Inc. and its subsidiari predecessors and acquired businesses and all references to ‘‘Sprint’’ or ‘‘Sprint Nextel’’ mean Sprint Nextel Corporation and its subsidiaries, predecessors and acquired businesses.

Transaction Participants (Page 12)

ALAMOSA HOLDINGS, INC.
5225 South Loop 289, Suite 120
Lubbock, Texas 79424
(806) 722-1100

We are a Delaware corporation and the largest Sprint PCS Affiliate of Sprint Nextel, which together with us and others, operates the largest all-digital, all-CDMA Third-Generation (3G) wireless network in the United States. Under our agreements with Sprint Nextel, we have rights to provide specified digital wireless mobile communications network services on an exclusive basis and rights to use the Sprint brand in our designated territories located in Texas, New Mexico, Oklahoma, Arizona, Colorado, Utah, Wisconsin, Minnesota, Missouri, Washington, Oregon, Arkansas, Kansas, Illinois, California, Georgia, South Carolina, North Carolina and Tennessee. These territories include an aggregate licensed population of 23.2 million residents. Shares of our common stock are listed on the Nasdaq National Market, or the Nasdaq, under the symbol "APCS."

SPRINT NEXTEL CORPORATION
2001 Edmund Halley Drive
Reston, Virginia 20191
(703) 433-4000

Sprint Nextel Corporation, a Kansas corporation, offers a comprehensive range of wireless and wireline communications services to consumer, business and government customers. Sprint Nextel is widely recognized for developing, engineering and deploying innovative technologies, including two robust wireless networks offering industry leading mobile data services, instant national and international walkie-talkie capabilities, and an award-winning and global Tier 1 Internet backbone.

AHI MERGER SUB INC.
2001 Edmund Halley Drive
Reston, Virginia 20191
(703) 433-4000

AHI Merger Sub Inc., a Delaware corporation, is a wholly owned subsidiary of Sprint Nextel formed solely for the purpose of merging with and into us. AHI Merger Sub Inc. has not engaged in prior activities other than incidental to its incorporation and in connection with and as contemplated by the merger agreement.

Structure of Transaction (Page 16)

The proposed transaction is a merger of AHI Merger Sub Inc. with and into Alamosa Holdings, Inc., with Alamosa surviving the merger as a wholly owned subsidiary of Sprint Nextel. The merger agreement is attached as Appendix A to this proxy statement. Please read the merger agreement carefully as it is a legal document that governs the merger. The following will occur in connection with the merger:

- Each share of our common stock issued and outstanding at the effective time of the merger (other than shares held directly or indirectly by us or Sprint Nextel and other than shares held by dissenting stockholders who exercise and perfect their appraisal rights under Delaware law) will be converted into the right to receive $18.75 in cash, less any applicable withholding taxes and without interest.
- Each share of our series B convertible preferred stock issued and outstanding at the effective time of the merger (other than shares held directly or indirectly by us or Sprint Nextel and other than shares held by dissenting stockholders who exercise and perfect their appraisal rights under Delaware law) will be converted into the right to receive $1,378.69 in cash, which amount is equal to the number of shares of common stock into which each share of series B preferred stock is convertible, multiplied by $18.75, plus any accrued and unpaid dividends as of the effective date of the merger, less any applicable withholding taxes and without interest.
- Each share of our common stock or series B convertible preferred stock that is owned by us as treasury stock, by any of our subsidiaries, or by Sprint Nextel or any of its subsidiaries, including AHI Merger Sub Inc., immediately before the merger becomes effective will automatically be cancelled and retired and will cease to exist. No consideration will be delivered in exchange for those shares.
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Our stock options, whether vested or unvested, will be cancelled and option holders will receive the excess, if any, of $18.75 per share over the option exercise price for each share subject to the stock option, less any applicable withholding taxes and without interest.

- Our Employee Stock Purchase Plan, or ESPP, will continue through February 28, 2006 or until the end of the last business day before the effective time of the merger, whichever is earlier, but in lieu of any shares that would have been purchased under the plan, employees will receive $18.75 in cash, less the purchase price for such shares under the ESPP and any applicable withholding taxes and without interest.
- Upon surrender to the paying agent of any valid Alamosa warrant, holders thereof will be entitled to receive the excess, if any, of $18.75 plus any cash which such holder would have received upon exercise thereof prior to the effective time of the merger, less the applicable exercise price of the warrant and any applicable withholding taxes and without interest.
- Each share of common stock, par value $0.01 per share, of AHI Merger Sub Inc. issued and outstanding immediately prior to the effective time of the merger, all of which are held by Sprint Nextel, will be converted into and become one validly issued, fully paid and nonassessable share of common stock of the surviving corporation and will be the only outstanding shares of capital stock of the surviving corporation.
- As a result of the merger, our stockholders will no longer have any interest in, and will no longer be stockholders of, us and will not participate in any of our future earnings or growth.

Settlement Agreement (Page 20)

Contemporaneously with the execution of the merger agreement, Sprint Nextel, Alamosa, and certain of their respective affiliates entered into a settlement agreement and mutual release. Under the terms of the settlement agreement, the parties agreed to file a motion to ‘‘stay’’ the existing litigation between them regarding certain exclusivity covenants contained in the management agreements between Sprint, Nextel and certain of its affiliates and Alamosa's subsidiary, AirGate PCS, Inc. In addition, the parties agreed that, at the effective time of the merger, they will cooperate in taking all action necessary to cause the dismissal of the litigation. The settlement agreement also contains mutual releases that will become effective at the effective time of the merger. Furthermore, during the period between the signing of the merger agreement and the effective time of the merger (or termination of the merger agreement, if applicable), the settlement agreement prohibits, among other things, Alamosa from seeking relief against Sprint Nextel and certain of its affiliates through any suit or proceeding for any claim, including any claim for breach of any exclusivity provision of existing commercial contracts, although the settlement

agreement permits Alamosa to seek relief through any suit or proceeding for any other claims arising during that period under such commercial contracts or any claims arising under the merger agreement or the settlement agreement.

Stockholders' Agreement (Page 21)

Concurrently with the execution and delivery of the merger agreement, our directors, executive officers and certain stockholders, holding an aggregate of [ ] shares of our common stock, agreed to vote their shares of common stock for the adoption of the merger agreement and approval of the merger.

Our Stock Price (Page 57)

Shares of our common stock are traded on the Nasdaq under the symbol ‘‘APCS.’’ On November 18, 2005, the last trading day before the merger was announced, the closing price per share of our common stock was $16.26. On [ ], 2005, the closing price per share was $[ ].

Vote Required (Page 14)

Each share of our common stock and series B convertible preferred stock outstanding on the record date entitles you to one vote on the merger. Under Delaware law and our bylaws, the affirmative vote of the holders of a majority of the outstanding shares of our common stock and series B convertible preferred stock, voting together as a single class, is required to adopt the merger agreement and approve the merger.

Recommendations of Our Board of Directors; Reasons for Recommending the Adoption of the Merger Agreement and Approval of the Merger (Page 18)

Our board of directors approved the merger agreement and the merger, and determined that the merger agreement and the merger are advisable and that the proposed merger is fair to, and in the best interests of, Alamosa and its stockholders. Accordingly, our board of directors recommends that our stockholders vote ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and related transactions.

In making the determination to recommend the merger agreement and the merger be approved and adopted, our board of directors considered, among other factors:

- the fact that the merger consideration of $18.75 per share to be received by our stockholders represented an approximate 15.3% premium over the $16.26 per share closing price of our common stock on November 18, 2005, the last full trading day prior to the public announcement of the merger proposal and an approximate 32.0% premium over the year to date average per share price of our common stock ending on the same date;
- the business, operations, management, financial condition, earnings and cash flows of our company on a historical and prospective basis;
- the potential impact of the merger of Sprint and Nextel on our operations and our relationship with Sprint Nextel and the potential disruption on the parties' relationship caused by the pending litigation between them; and
- the additional factors described in detail under ‘‘The Merger — Recommendations of Our Board of Directors; Reasons for Recommending the Adoption of the Merger Agreement and Approval of the Merger.’’

Due to the variety of factors considered, our board of directors did not assign relative weight to these factors or determine that any factor was of particular importance. Our board of directors reached its conclusion based upon the totality of the information presented and considered during its evaluation of the merger.

Purposes of the Merger; Certain Effects of the Merger (Page 31)

The principal purpose of the merger is to provide you with an opportunity to realize substantial value based on the receipt of $18.75 per share of common stock, a premium over the market price at which our common stock traded before announcement of the proposed merger.

The merger will terminate all equity interests in us held by our current stockholders and Sprint Nextel will be the sole owner of us and our business. Upon completion of the merger, we will remove our common stock from listing on the Nasdaq and our common stock will no longer be publicly traded.

Background of the Merger (Page 17)

For a description of the events leading to the approval of the merger agreement and the merger by our board of directors, you should refer to ‘‘The Merger — Background of the Merger’’ and ‘‘The Merger — Recommendations of Our Board of Directors; Reasons for Recommending the Adoption of the Merger Agreement and Approval of the Merger.’’

Fairness Opinions of The Blackstone Group L.P. and UBS Securities LLC (Pages 21 and 26, Appendices B and C)

In connection with the proposed merger, our board of directors received written opinions from each of The Blackstone Group L.P., or Blackstone, and UBS Securities LLC, or UBS, our financial advisors, as to the fairness, from a financial point of view as of the date of such opinions and based upon and subject to the respective assumptions made, procedures followed, matters considered and limitations on the review undertaken set forth in each opinion, to holders of our common stock of the consideration to be received by such holders for their common stock in the proposed merger. The full text of Blackstone's and UBS' respective written opinions, each dated November 20, 2005, are attached to this proxy statement as Appendices B and C. We encourage you to read these opinions carefully in their entirety for a description of the assumptions made, procedures followed, matters considered and limitations on the review undertaken. The summary of each opinion set forth in this proxy statement is qualified in its entirety by reference to the full text of such opinion. Blackstone's and UBS' opinions were provided to our board of directors in its evaluation of the consideration in the proposed merger. Neither Blackstone's opinion nor UBS' opinion addresses any other aspect of the proposed merger or constitutes a recommendation to any stockholder as to how to vote or act with respect to any matters relating to the proposed merger.

Litigation Relating to the Merger (Page 34)

As of the date of this proxy statement, we are aware of three lawsuits filed against our company, our directors and certain of our senior officers in connection with the proposed merger.

The Special Meeting of Stockholders and Voting (Page 13)

Place, Date and Time. The special meeting will be held at [ ], local time, on [ ], 2006, at the offices of Alamosa Holdings, Inc., 5225 South Loop 289, Suite 119, Lubbock, Texas 79424. At the special meeting, you will be asked to adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

Who Can Vote at the Meeting. You can vote at the special meeting all of the shares of Alamosa common stock and series B convertible preferred stock that you owned of record as of [ ], 2005, which is the record date for the special meeting. If you own shares that are registered in someone else’s name (for example, a broker), you need to direct that person to vote those shares or obtain an authorization from them and vote the shares yourself at the meeting. At the close of business on the record date, [ ] shares of our common stock were outstanding and entitled to vote by [ ] owners of record and [ ] shares of our series B convertible preferred stock were outstanding and entitled to vote by [ ] owners of record. As of the record date, our executives officers and directors beneficially owned an aggregate of approximately [ ] shares of our common stock and [ ] shares of our series B convertible preferred stock, entitling them to [ ]% of the voting power of the stock entitled to vote at the special meeting. In addition, our directors, executive officers and certain stockholders, holding an aggregate of [ ] shares of our common stock, have agreed to vote their shares of common stock for the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

What Vote is Required for Adoption of the Merger Agreement. The adoption of the merger agreement requires the affirmative vote of a majority of the outstanding shares of our common stock and

series B convertible preferred stock, voting together as a single class. Each share of our common stock and series B convertible preferred stock outstanding on the record date entitles you to one vote on the merger. The failure to vote has the same effect as a vote against adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

Procedure for Voting. You can vote your shares by: (1) completing, signing and dating the enclosed proxy card and returning it in the pre-addressed postage-paid envelope, (2) calling the toll-free number or voting via the Internet as described in the instructions included with your proxy card or voting instructions card, or (3) attending the special meeting and voting in person. You may revoke your proxy at any time before the vote is taken at the special meeting. To revoke your proxy, you must either advise our Corporate Secretary in writing, or deliver a new proxy card, dated after the date of the proxy card being revoked, before your shares have been voted at the special meeting, or you must attend the special meeting and vote your shares in person. Merely attending the special meeting without voting will not constitute revocation of a proxy card submitted prior to the special meeting.

Payment for Shares (Page 38)

UMB Bank, N.A. has been appointed as the paying agent to coordinate the payment of the merger consideration to our stockholders that have not exercised appraisal rights. The paying agent will send written instructions for surrendering your Alamosa stock certificates and obtaining the merger consideration after we have completed the merger.

Appraisal Rights (Page 54 and Appendix D)

Delaware law provides you with appraisal rights in connection with the merger. Stockholders who do not vote in favor of the adoption of the merger agreement and approval of the merger and who perfect their appraisal rights under Delaware law will have the right to a judicial appraisal of the ‘‘fair value’’ of their shares in connection with the merger. Failure to follow exactly the procedures specified under Delaware law will result in the loss of appraisal rights. A copy of the applicable Delaware statutory provision is included as Appendix D to this proxy statement.

Interests of Certain Persons in the Merger (Page 31)

In considering the recommendations of our board of directors, you should be aware that our executive officers and directors have interests in the merger that may be different from or in addition to your interests as an Alamosa stockholder generally. For example:

- as of the record date, our executive officers and directors held [ ] shares of our common stock, [ ] shares of our series B convertible preferred stock, options to purchase an aggregate of [ ] shares of our common stock, and [ ] shares of our restricted stock;
- our executive officers, each of whom is expected to terminate employment at or shortly following the consummation of the merger, will be entitled to receive a lump sum severance payment and up to two years of continued benefits under his or her employment agreement

upon termination of employment. Messrs. Sharbutt, Cowan, Richardson, Sabatino, and Rinehart, and Ms. Couch will be entitled to receive cash severance payments estimated to be $3,488,000, $2,469,000, $1,123,000, $987,000, $939,000, and $667,000, respectively; and

- Sprint Nextel will continue to provide indemnification and related insurance coverage to our former directors and officers following the merger.

Our board of directors was aware of these different or additional interests and considered them along with other matters in approving the merger agreement and merger.

Completion of the Merger (Page 37)

We are working to complete the merger as soon as possible. Although we expect to complete the merger in the first quarter of 2006, the merger is subject to receipt of stockholder and regulatory approvals and satisfaction of other conditions, including the conditions described immediately below. We cannot predict the exact time of the merger's completion.

Conditions to Completing the Merger (Page 49)

The completion of the merger depends on a number of conditions being satisfied, including but not limited to:

- adoption of the merger agreement and approval of the merger by our stockholders;
- the absence of any order or injunction prohibiting the merger or certain proceedings seeking any such order or injunction;
- the absence of any statute, rule or regulation being enacted by a government entity that restrains, precludes, enjoins or prohibits the merger or makes it illegal;
- the receipt of all regulatory approvals that are necessary for the consummation of the merger;
- the continued accuracy of the representations and warranties of each party to the merger agreement; and
- the performance in all material respects by the parties to the merger agreement of their respective covenants contained in the merger agreement.

Amendments to the Merger Agreement (Page 53)

The merger agreement cannot be amended except by action taken or authorized by the board of directors of each of the parties (and, in our case, with the approval of our board of directors) set forth in an instrument in writing signed on behalf of each of the parties. After adoption of the merger agreement and approval of the merger by our stockholders, no amendment can be made without first obtaining the approval of our stockholders if the effect of the amendment would be to reduce the merger consideration or change the form of consideration or the further approvals otherwise required by the Delaware General Corporation Law, or the DGCL.

Termination of the Merger Agreement and Termination Fees and Expenses (Page 51)

The parties to the merger agreement can mutually or unilaterally agree to terminate the merger agreement in certain circumstances. Under certain circumstances, we may be required to pay Sprint Nextel a termination fee of $100 million in immediately available funds.

No Solicitation; Our Ability to Accept a Superior Proposal (Page 46)

The merger agreement generally restricts our ability to solicit, initiate or knowingly encourage, facilitate or participate in or knowingly encourage any discussion or negotiations regarding any competing acquisition inquiries, proposals or offers. However, prior to the adoption of the merger agreement by our stockholders, we may provide information in response to a request for information by a person who has made, or participate in discussions or negotiations with respect to, an unsolicited acquisition proposal that our board of directors determines in good faith is reasonably likely to lead to a superior proposal. After the fourth business day following the receipt by Sprint Nextel of a notice from us stating that we have reviewed an unsolicited acquisition proposal that is reasonably likely to lead to a superior proposal, our board of directors may withdraw, qualify or modify its approval or recommendation of the merger of the merger agreement, or approve or recommend any alternative transaction.

Material U.S. Federal Income Tax Consequences (Page 34)

If you are a U.S. holder, exchanging your Alamosa common stock and/or series B convertible preferred stock for cash in the merger will be a taxable event for federal income tax purposes. You will generally recognize a capital gain or loss for federal income tax purposes equal to the difference, if any, between the amount of cash you receive and your adjusted tax basis in the Alamosa common stock and/or series B convertible preferred stock you surrender in the merger. The federal income tax summary set forth above is for general information only. You should consult your tax advisor with respect to the particular tax consequences to you of the receipt of cash in exchange for Alamosa common stock and/or series B convertible preferred stock pursuant to the merger, including the applicability and effect of any state, local or foreign tax laws, and of changes in applicable tax laws.

Regulatory Approvals and Requirements (Page 36)

Completion of the transactions contemplated by the merger agreement is subject to various regulatory approvals or consents, including those required by (1) the Hart-Scott Rodino Antitrust Improvement Act of 1976 and (2) the Federal Communications Commission. The parties to the merger agreement are currently working on all the regulatory filings required. Neither party is aware of any reason why any of the required approvals cannot be obtained in a timely manner, but there can be no assurance when or if they will be obtained.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement, including information included or incorporated by reference in this document, contains or is based upon certain forward-looking statements with respect to our financial condition, results of operations, plans, objectives, intentions, future performance and business and other statements that are not statements of historical facts, as well as certain information relating to the merger, including, without limitation:

- statements about the benefits of the proposed merger involving Alamosa and Sprint Nextel;
- statements with respect to our plans, objectives, expectations and intentions and other statements that are not historical facts;
- statements with respect to our projected capital expenditures, operations, cash flows, per share values and earnings before interest, taxes, depreciation and amortization, or EBITDA; and
- other statements identified by words such as ‘‘will’’, ‘‘would’’, ‘‘likely’’, ‘‘thinks’’, ‘‘may’’, ‘‘believes,’’ ‘‘expects, ‘‘anticipates,’’ ‘‘estimates,’’ ‘‘intends,’’ ‘‘plans,’’ ‘‘targets,’’ ‘‘projects’’ and similar expressions.

These forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- the failure of our stockholders to adopt the merger agreement;
- disruption from the pendency of the merger making it more difficult to maintain relationships with clients, employees or suppliers;
- shifts in populations or network focus;
- changes or advances in technology;
- change in population;
- difficulties in network construction;
- increased competition in our markets; and
- adverse changes in financial position, condition or results of operations.

Additional factors that could cause actual results to differ materially from those expressed in the forward looking statements are discussed in reports we filed with the SEC.

Forward-looking statements speak only as of the date of this proxy statement or the date of any document incorporated by reference in this document. All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Moreover, although we believe the expectations reflected in the forward-looking statements are based upon reasonable assumptions, we give no assurance that we will attain these expectations or that any deviations will not be material. Except to the extent required by applicable law or regulation, we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

INFORMATION ABOUT THE TRANSACTION PARTICIPANTS

Alamosa Holdings, Inc.

We are a Delaware corporation and the largest Sprint PCS Affiliate of Sprint Nextel, which, together with us and others, operates the largest all-digital, all-CDMA Third-Generation (3G) wireless network in the United States. Under our agreements with Sprint Nextel, we have rights to provide specified digital wireless mobile communications network services on an exclusive basis and rights to use the Sprint brand in our designated territories located in Texas, New Mexico, Oklahoma, Arizona, Colorado, Utah, Wisconsin, Minnesota, Missouri, Washington, Oregon, Arkansas, Kansas, Illinois, California, Georgia, South Carolina, North Carolina and Tennessee. These territories include an aggregate licensed population of 23.2 million residents. Shares of our common stock are listed on the Nasdaq National Market, or the Nasdaq, under the symbol "APCS."

Our principal address is 5225 South Loop 289, Lubbock, Texas 79424, and our telephone number is (806) 722-1100. Our web address is www.alamosapcs.com. Information contained on our website is not incorporated by reference into this proxy statement and you should not consider information contained on or referred to by our website as part of this proxy statement.

Sprint Nextel Corporation

Sprint Nextel offers a comprehensive range of wireless and wireline communications services to consumer, business and government customers. Sprint Nextel is widely recognized for developing, engineering and deploying innovative technologies, including two robust wireless networks offering industry leading mobile data services, instant national and international walkie-talkie capabilities, and an award-winning and global Tier 1 Internet backbone.

Shares of Sprint Nextel common stock are listed on the NYSE under the symbol ‘‘S.’’ Sprint Nextel's principal address is 2001 Edmund Halley Drive, Reston, Virginia 20191, and its telephone number is (703) 433-4000. Sprint Nextel's web address is www.sprint.com. Information contained on Sprint Nextel's website is not incorporated by reference into this proxy statement and you should not consider information contained on or referred to by Sprint Nextel's website as part of this proxy statement.

Merger Subsidiary

AHI Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Sprint Nextel, was formed solely for the purpose of engaging in the merger. AHI Merger Sub Inc. has not engaged in activities other than in connection with merger and as contemplated by the merger agreement. AHI Merger Sub Inc.'s principal address is 2001 Edmund Halley Drive, Reston, Virginia 20191, and its telephone number is (703) 433-4000.

THE ALAMOSA SPECIAL MEETING

This proxy statement is furnished in connection with the solicitation of proxies by our board of directors in connection with a special meeting of our stockholders.

Date, Time and Place

The special meeting will be held at [ ], local time, on [ ], 2006, at the offices of Alamosa Holdings, Inc., 5225 South Loop 289, Suite 119, Lubbock, Texas 79424.

Purpose

At the special meeting, you will be asked to:

- vote on the adoption of the Agreement and Plan of Merger, dated as of November 21, 2005, by and among us, Sprint Nextel Corporation, and AHI Merger Sub Inc., a wholly owned subsidiary of Sprint Nextel Corporation, and approve the merger of AHI Merger Sub Inc. with and into Alamosa Holdings, Inc. and the other transactions contemplated by the merger agreement; and

- transact any other business that is properly brought before the special meeting or any reconvened meeting after any adjournment or postponement of the meeting.

Record Date

We have fixed [ ], 2005, as the record date. Only holders of record of our common stock and series B convertible preferred stock, voting together as a single class, as of the close of business on the record date will be entitled to notice of, and to vote at, the special meeting. At the close of business on the record date, [ ] shares of our common stock were outstanding and entitled to vote by [ ] owners of record and [ ] shares of our series B convertible preferred stock were outstanding and entitled to vote by [ ] owners of record. As of the record date, our executives officers and directors beneficially owned an aggregate of approximately [ ] shares of our common stock and [ ] shares of our series B convertible preferred stock, entitling them to [ ]% of the voting power of the stock entitled to vote at the special meeting. In addition, our directors, executive officers and certain stockholders, holding an aggregate of [ ] shares of our common stock, have agreed to vote their shares of common stock for the adoption of the merger agreement and approval of the merger.

Voting Rights

At the special meeting, you are entitled to one vote for each share of common stock or series B convertible preferred stock you hold of record as of [ ], 2005 on each matter submitted to a vote of stockholders at the special meeting.

Quorum Requirements

The holders of a majority of the shares of our common stock and series B convertible preferred stock, voting together as a single class, issued and outstanding and entitled to vote at the special meeting present in person or represented by proxy, constitute a quorum for the transaction of business at the special meeting. If you vote in person or by proxy at the special meeting, you will be counted for purposes of determining whether there is a quorum at the special meeting. Shares present in person or by proxy at the special meeting that are entitled to vote but are not voted (‘‘abstentions’’) and broker non-votes will be counted for the purpose of determining whether there is a quorum for the transaction of business at the special meeting. A broker non-vote occurs when a bank, broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Voting Procedures

Voting by Proxy or in Person at the Special Meeting. Holders of record can ensure that their shares are voted at the special meeting by completing, signing, dating and delivering the enclosed proxy card in

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the enclosed postage-paid envelope. Submitting by this method or voting electronically or by telephone as described below will not affect your right to attend the special meeting and to vote in person. If you plan to attend the special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in ‘‘street name’’ by a broker or other nominee and you wish to vote at the special meeting, you must bring to the special meeting a proxy from the record holder of the shares authorizing you to vote at the special meeting.

Voting Electronically or by Telephone. Our holders of record and many stockholders who hold their shares through a broker or other nominee will have the option to submit their proxy cards or voting instruction cards electronically through the Internet or by telephone. Please note that there are separate arrangements for using the Internet and telephone depending on whether your shares are registered in our stock records in your name or in the name of a broker or other nominee. If you hold your shares through a broker or other nominee, you should check your proxy card or voting instruction card forwarded by your broker or other nominee to see which voting options are available.

Our holders of record may submit their proxies:

- through the Internet by visiting a website established for that purpose at http://www.proxyvoting.com/APCS and following the instructions; or
- by telephone by calling the toll-free number 1-866-540-5760 in the United States and Canada on a touch-tone phone and following the recorded instructions.

Revoking Your Proxy

You may revoke your proxy at any time before it is voted by:

- giving notice of revocation in person at, or in writing bearing, a later date than the proxy, to our Corporate Secretary, 5225 South Loop 289, Suite 120, Lubbock, Texas 79424;
- delivering to our Corporate Secretary a duly executed subsequent proxy bearing a later date and indicating a contrary vote;
- attending the special meeting and voting in person; or
- if you have instructed a broker or other nominee to vote your shares, by following the directions received from your broker to change those instructions.

Assistance

If you need assistance, including help in changing or revoking your proxy, please contact the firm assisting us with the solicitation of proxies:

Innisfree M&A Incorporated
501 Madison Avenue
New York, NY 10022
1-888-750-5834
Bankers or Brokers Call:
(212) 750-5833

Vote Required; How Shares Are Voted

Under Delaware law and our bylaws, the affirmative vote of the holders of shares of our common stock and series B convertible preferred stock, voting together as a single class, representing a majority of the outstanding shares entitled to vote is necessary to adopt the merger agreement and approve the merger and related transactions.

Under Delaware law and our bylaws, if a quorum is present, the affirmative vote of a majority of the shares present in person or represented by proxy at the special meeting and entitled to vote is necessary to vote to adjourn or postpone the special meeting, assuming such a motion is made.

Abstentions and broker non-votes will have the same effect as a vote against the adoption of the merger agreement and approval of the merger and the other transactions contemplated by the merger agreement.

Subject to revocation, all shares represented by each properly executed proxy received by our Corporate Secretary will be voted in accordance with the instructions indicated on the proxy. If you return a signed proxy card but do not provide voting instructions (other than in the case of broker non-votes), the persons named as proxies on the proxy card will vote **‘‘FOR’’** adoption of the merger agreement and approval of the merger and related transactions and in such manner as the persons named on the proxy card in their discretion determine with respect to such other business as may properly come before the special meeting.

If the special meeting is adjourned for any reason, at any subsequent reconvening of the special meeting all proxies will be voted in the same manner as such proxies would have been voted at the original convening of the meeting (except for any proxies that have been revoked or withdrawn).

Voting on Other Matters

The proxy card confers discretionary authority on the persons named on the proxy card to vote the shares represented by the proxy card on any other matter that is properly presented for action at the special meeting. We may determine to adjourn or postpone the special meeting, for example, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement and approve the merger. If, on the date of the special meeting, we have not received duly executed proxies that, when added to the number of votes represented in person at the meeting by persons who intend to vote for the adoption of the merger agreement and approval of the merger, will constitute a sufficient number of votes to adopt the merger agreement and approve the merger, we may recommend the adjournment or postponement of the special meeting. As of the date of this proxy statement, we do not know of any other matter to be raised at the special meeting.

Proxy Solicitation

We will bear the cost of soliciting proxies. These costs include preparing, assembling and mailing this proxy statement, the notice of the special meeting of stockholders and the enclosed proxy card, as well as the cost of forwarding these materials to the beneficial owners of our common stock and series B convertible preferred stock. Our directors, officers and regular employees may, without compensation other than their regular compensation, solicit proxies by telephone, e-mail, the Internet, facsimile or personal conversation, as well as by mail.

We have retained Innisfree M&A Incorporated, a proxy solicitation firm, for assistance in connection with the solicitation of proxies for the special meeting at a cost of approximately $12,000 plus reimbursement of reasonable out-of-pocket expenses. We may also reimburse brokerage firms, custodians, nominees, fiduciaries and others for expenses incurred in forwarding proxy material to the beneficial owners of our common stock and series B convertible preferred stock.

Share Certificates

Please do not send any certificates representing shares of our common stock or series B convertible preferred stock with your proxy card. The procedure for the exchange of certificates representing shares of our common stock or series B convertible preferred stock will be as described in this proxy statement. For a description of procedures for exchanging certificates representing shares of our common stock or series B convertible preferred stock for the merger consideration following completion of the merger, see ‘‘The Merger Agreement — Payment for Shares.’’

THE MERGER

Structure of the Transaction

The proposed transaction is a merger of AHI Merger Sub Inc. with and into Alamosa Holdings, Inc., with Alamosa surviving the merger as a wholly owned subsidiary of Sprint Nextel. The following will occur in connection with the merger:

- Each share of our common stock issued and outstanding at the effective time of the merger (other than shares held directly or indirectly by us or Sprint Nextel and other than shares held by dissenting stockholders who exercise and perfect their appraisal rights under Delaware law) will be converted into the right to receive $18.75 in cash, less any applicable withholding taxes and without interest.
- Each share of our series B convertible preferred stock issued and outstanding at the effective time of the merger (other than shares held directly or indirectly by us or Sprint Nextel and other than shares held by dissenting stockholders who exercise and perfect their appraisal rights under Delaware law) will be converted into the right to receive $1,378.69 in cash, which amount is equal to the number of shares of common stock into which each share of series B preferred stock is convertible, multiplied by $18.75, plus any accrued and unpaid dividends as of the effective date of the merger, less any applicable withholding taxes and without interest.
- Each share of our common stock or series B convertible preferred stock that is owned by us as treasury stock, by any of our subsidiaries, or by Sprint Nextel or any of its subsidiaries, including AHI Merger Sub Inc., immediately before the merger becomes effective will automatically be cancelled and retired and will cease to exist. No consideration will be delivered in exchange for those shares.
- Our stock options, whether vested or unvested, will be cancelled and option holders will receive the excess, if any, of $18.75 per share over the option exercise price for each share subject to the stock option, less any applicable withholding taxes and without interest.
- Upon surrender to the paying agent of any valid Alamosa warrant, holders thereof will be entitled to receive the excess, if any, of $18.75 plus any cash which such holder would have received upon exercise thereof prior to the effective time of the merger, less the applicable exercise price of the warrant and any applicable withholding taxes and without interest.
- Our Employee Stock Purchase Plan, or ESPP, will generally continue through February 28, 2006 or until the end of the last business day before the effective time of the merger, whichever is earlier, but in lieu of any shares that would have been purchased under the plan, employees will receive $18.75 in cash, less the purchase price for such shares under the ESPP and any applicable withholding taxes and without interest.

Following and as a result of the merger:

- our stockholders will no longer have any interest in, and will no longer be stockholders of, us, and will not participate in any of our future earnings or growth;
- AHI Merger Sub Inc.'s common stock, par value $0.01 per share, all of which is held by Sprint Nextel, will be converted into and become one validly issued, fully paid and nonassessable share of common stock, par value $0.01 per share, of the surviving corporation and will be the only outstanding shares of capital stock of the surviving corporation;
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our common stock will no longer be listed on the Nasdaq and price quotations with respect to our common stock in the public market will no longer be available; and

- the registration of our common stock under the Exchange Act will be terminated.

Management and Board of Directors of the Surviving Corporation. The board of directors and officers of AHI Merger Sub Inc. will be the board of directors and officers of the surviving corporation after the completion of the merger.

Background of the Merger

Our board of directors has periodically reviewed with management, outside financial advisors and legal advisors the potential strategic direction for our company in light of our financial performance and market, economic, competitive, regulatory and other conditions and developments. These discussions have included the possibility of, among other things, business combinations involving our company and other telecommunications companies, particularly in view of the increasing competition and ongoing consolidation in the industry. In connection with those discussions, our management and financial advisors have had periodic contacts and discussions with other companies regarding their respective companies, industry trends and developments, and potential business combinations or other strategic initiatives.

As a Sprint PCS Affiliate, our subsidiaries have for several years operated portions of the Sprint PCS network pursuant to management agreements with certain subsidiaries of Sprint. On December 15, 2004, Sprint Corporation and Nextel Communications, Inc. announced the proposed merger of equals of the two companies. Because we and our subsidiaries operate networks that compete with Nextel or Nextel Partners, Inc. in our market area, our management was focused on the potential issues that the proposed merger raised both from an operational perspective and with respect to our rights under the management agreements between Sprint and its operating subsidiaries.

Following the announcement of the Sprint-Nextel merger, beginning in January 2005, our senior management met with senior management of Sprint Corporation on several occasions to discuss, among other things, the issues raised by Sprint's pending merger with Nextel, each company's strategic direction and the potential benefits of a re-affiliation program between Sprint Corporation and our company, whereby we would purchase Nextel's subscriber base in our service area and enter into other arrangements under which we would acquire the economic benefits of the Nextel operations in that area. The parties also had preliminary discussions on how to treat Nextel Partners' operations in the event it was subsequently acquired by Sprint Nextel. In early July 2005, members of our management team and our outside legal counsel met in person with Sprint's management and its outside counsel to discuss the re-affiliation program. Through late July 2005, members of our management team engaged in multiple conference calls with our legal and financial advisors and in discussions with Sprint Corporation regarding potential approaches to developing a re-affiliation program.

In August 2005, we concluded that it was not likely that the parties would reach a mutually acceptable agreement prior to the closing of the merger between Sprint and Nextel. As a result, on August 8, 2005, AirGate PCS, Inc., a wholly-owned subsidiary of Alamosa, filed a complaint against Sprint Corporation, certain of its affiliates and Nextel Communications, Inc. in the Delaware Court of Chancery alleging, among other things, that following the completion of the pending merger between Sprint and Nextel, Sprint would breach the exclusivity covenants contained in the agreements governing Sprint's relationship with our subsidiary, AirGate PCS, Inc., and that Nextel unlawfully interfered with AirGate's exclusive rights under such agreements. Both Sprint Corporation and Nextel Communications, Inc. responded by asserting that the claims that their proposed merger and related activities would violate the agreement with AirGate were without merit, and Sprint Nextel has continued to deny any liability for the

claims made in the complaint.

On August 12, 2005, Sprint Corporation and Nextel Communications, Inc. announced that the merger was complete. Thereafter, we continued discussions regarding a re-affiliation program with Sprint Nextel. Beginning in early September 2005, both parties and their respective legal and financial advisors began to conduct due diligence on the overlap of the Nextel assets proposed to be acquired as part of a re-affiliation.

The parties continued to negotiate issues surrounding re-affiliation throughout the month of October 2005. On October 24, 2005, our management and management of Sprint Nextel discussed Sprint Nextel's proposed terms for a re-affiliation program, which Sprint Nextel stated were their final terms. We concluded that the terms of the proposed re-affiliation program as offered by Sprint Nextel were not in the best interest of our stockholders and that, as a result, a re-affiliation program was not likely. Thereafter, the parties began to discuss a potential business combination and, as part of the discussions, we agreed to let Sprint Nextel commence further due diligence.

On October 28, 2005, management of Sprint Nextel conveyed to us an offer of $16.50 per share. We consulted with our financial and legal advisors to discuss the offer, to discuss the conditions under which we would accept an offer and the fiduciary duties of our board with respect to a cash offer.

On October 30, 2005, our board of directors held its quarterly meeting and discussed the status of a potential merger and Sprint Nextel's offer of $16.50 per share. Our board of directors considered, among other things, presentations from our legal and financial advisors and concluded that the offer was not in our best interest or the best interest of our stockholders, but instructed management to continue to engage in negotiations with Sprint Nextel in an effort to secure an acceptable price.

On November 1, 2005, we informed Sprint Nextel that we would consider an offer of $22.00 per share.

Between November 1, 2005 and November 14, 2005, with the assistance of our financial and legal advisors, we negotiated with Sprint Nextel and their financial and legal advisors. The subjects of the negotiations were, among other things, the price per share to be paid by Sprint Nextel and the terms of a definitive agreement. Our board of directors met regularly throughout this time with our management and financial and legal advisors to be informed about the status of negotiations and to direct management with respect thereto. During these negotiations, the parties exchanged various proposals relating to the financial terms of the transaction, and on November 9, 2005, Sprint Nextel indicated that an offer of $18.75, subject to the completion of due diligence and the negotiation of satisfactory definitive agreements, was its best and final offer. On November 12, 2005, Sprint Nextel communicated that we had until the end of day on November 14, 2005 to advise Sprint Nextel of our willingness to proceed to the negotiation and completion of definitive agreements on those financial terms.

On November 14, 2005 and November 15, 2005, our board of directors held several conference calls to discuss the proposed merger and the Sprint Nextel proposal. Our board of directors agreed that we should commence further in-depth discussions with Sprint Nextel about the structure and terms of the proposed merger and merger agreement.

Between November 15, 2005 and November 20, 2005, our management and legal advisors, together with the management and legal advisors for Sprint Nextel, held multiple conference calls to negotiate the structure and terms of the merger and the merger agreement. The legal advisors negotiated and drafted the merger agreement and related documents, including a settlement agreement and mutual release, a stockholders agreement, an amendment to our

rights plan and amendments to certain employment agreements.

On November 20, 2005 and November 21, 2005, our management and board of directors held conference calls with our financial and legal advisors. Outside legal counsel discussed and presented to our board of directors a summary of the terms of the merger agreement, the applicable legal considerations, the structure of the contemplated transaction and identified the principal outstanding issues that our management and board of directors had with respect to the merger, the merger agreement and related documents. The financial advisors made presentations to our board of directors and delivered their respective oral opinions that as of such date and based on and subject to various assumptions made, matters considered and limitations described in the opinions, the consideration to be received by the holders of our common stock in the proposed merger was fair, from a financial point of view, to such holders. On November 21, 2005, our board of directors approved the merger agreement and the transactions contemplated by the merger agreement, and resolved to recommend that our stockholders vote to adopt the merger agreement.

Later in the morning of November 21, 2005, Sprint Nextel, AHI Merger Sub Inc. and Alamosa entered into the merger agreement and the parties issued a press release announcing the merger.

Recommendations of Our Board of Directors; Reasons for Recommending the Adoption of the Merger Agreement and Approval of the Merger

Our Board of Directors Recommendation. At a special meeting of our board of directors held on November 21, 2005, our board of directors unanimously approved (with one director absent) the merger agreement and the merger, and determined that the merger agreement and the merger are advisable and

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that the proposed merger is fair to, and in the best interests of, Alamosa and its stockholders. Accordingly, our board of directors recommends that our stockholders vote ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and related transactions.

Our Reasons for the Merger. In reaching its determination, our board of directors consulted with management and its legal and financial advisors. In arriving at its determination, our board of directors also considered a number of factors, including but not limited to:

- the business, operations, management, financial condition, earnings and cash flows of our company on a historical and prospective basis;
- the financial condition of Sprint Nextel;
- the current and prospective environment in which we operate, including national economic conditions, the competitive environment in the telecommunications industry generally, the trend towards consolidation in the telecommunications industry, the evolving regulatory environment faced by telecommunications companies and the likely effect of these factors on us;
- the complementary fit of our business with Sprint Nextel's business and the expectation that the merger would entail minimal disruption for our customers;
- the potential impact of the transaction on our employees and other key constituencies;
- the financial and other terms of the merger, the merger agreement and related documents;
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the potential impact of the merger of Sprint and Nextel on our operations and on our relationship with Sprint Nextel, and the potential disruption on the parties' relationship caused by the pending litigation between them;

- the required regulatory and other consents needed for the completion of the merger and the likelihood that such required regulatory and other consents would be received;
- the respective financial presentations and opinions dated November 20, 2005 delivered by Blackstone and UBS that, as of that date and based on and subject to the respective assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken described in each opinion, the consideration to be received by the holders of our common stock for their common stock in the proposed merger was fair, from a financial point of view, to such holders;
- presentations and discussions with our senior management and representatives of our primary legal counsel, Skadden, Arps, Slate, Meagher & Flom LLP, or Skadden Arps, and our financial advisors, Blackstone and UBS, regarding the principal terms of the merger agreement and other related documents;
- the fact that the merger consideration of $18.75 per share to be received by our common stockholders in cash represents an approximate 15.3% premium over the $16.26 per share closing price of our common stock on November 18, 2005, the last full trading day prior to the public announcement of the merger proposal and an approximate 32.0% premium over the year to date average per share price of our common stock ending on the same date; and
- the availability of appraisal rights under Delaware law to stockholders who dissent from the merger.

Each of these factors favored the conclusion by our board of directors that the merger is advisable, fair to, and in the best interests of, Alamosa and its stockholders. Our board of directors relied on management to provide accurate and complete financial information, projections and assumptions as the starting point for its analysis.

Our board of directors also considered a variety of risks and other potentially negative factors relating to the merger agreement and the transactions contemplated by it, including the merger. These factors included:

- the fact that, following the merger, our stockholders will cease to participate in any of our future earnings or benefit from any future increase in our value;

- the fact that certain parties associated with us may have interests that are different from those of our stockholders;
- the limitations contained in the merger agreement on our ability to solicit other offers, as well as the possibility that we may be required to pay to Sprint Nextel a termination fee;
- the possibility that the merger may not be completed, which would divert significant resources and would have a negative impact on our operations;
- the effects of the announcement of the merger on employees and customers;
- the transaction costs that would be incurred in connection with the merger;
- the necessity to obtain regulatory approvals required to consummate the merger; and
- the fact that, for U.S. federal income tax purposes, the merger consideration will be taxable to our stockholders.

Our board of directors believes that sufficient procedural safeguards were and are present to ensure the fairness of the merger and to permit our board of directors to represent effectively the interests of our stockholders. These procedural safeguards include the following:

- the active negotiations between the parties to the merger agreement regarding the merger consideration and the other terms of the merger agreement and the merger;
- the retention and receipt of advice from Blackstone and UBS, our financial advisors, as well as the receipt of opinions from each of Blackstone and UBS with respect to the fairness from a financial point of view as of the date of such opinions to the holders of our common stock of the consideration to be received by such holders for their common stock based on and subject to the respective assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken described in each opinion;
- the recognition by our board of directors that it may consider superior proposals, taking into account the termination fee that would be payable to Sprint Nextel under certain circumstances;
- the recognition by our board of directors that it has no obligation to recommend the approval of the merger if it determines in good faith that it has received a superior proposal; and
- the availability of appraisal rights under Delaware law for our stockholders who oppose the merger.

This discussion of the information and factors considered by our board of directors in reaching its conclusions and recommendation includes all of the material factors considered by our board of directors but is not intended to be exhaustive. In view of the wide variety of factors considered by our board of directors in evaluating the merger agreement and the transactions contemplated by it, including the merger, and the complexity of these matters, our board of directors did not find it practicable to, and did not attempt to, quantify, rank or otherwise assign relative weight to those factors. In addition, different members of our board of directors may have given different weight to different factors.

Our board of directors determined that the merger, the merger agreement and the other transactions contemplated by the merger agreement are in the best interests of Alamosa and its stockholders. Accordingly, our board of directors recommends that our stockholders vote ‘‘**FOR**’’ adoption of the merger agreement and approval of the merger and related transactions.

Settlement Agreement

Contemporaneously with the execution of the merger agreement, Sprint Nextel, Alamosa, and certain of their respective affiliates entered into a settlement agreement and mutual release. Under the terms of the settlement agreement, the parties agreed to file a motion to ‘‘stay’’ the existing litigation between them regarding certain exclusivity covenants contained in the management agreements between Sprint Nextel and certain of its affiliates and Alamosa's subsidiary, AirGate PCS, Inc. In addition, the parties agreed that, at the effective time of the merger, they will cooperate in taking all action necessary

to cause the dismissal of the litigation. The settlement agreement also contains mutual releases that will become effective at the effective time of the merger. Furthermore, during the period between the signing of the merger agreement and the effective time of the merger (or termination of the merger agreement, if applicable), the settlement agreement prohibits, among other things, Alamosa from seeking relief against Sprint Nextel and certain of its affiliates through any suit or proceeding for any claim, including any claim for breach of any exclusivity provision of existing commercial contracts, although the settlement agreement permits Alamosa to seek relief through any suit or proceeding for any other claims arising during that period under such commercial contracts or any claims arising

under the merger agreement or the settlement agreement.

Stockholders Agreement

Concurrently with the execution and delivery of the merger agreement, our directors, executive officers and certain stockholders, holding an aggregate of [ ] shares of our common stock, agreed to vote their shares of common stock for the adoption of the merger agreement and approval of the merger.

Opinion of The Blackstone Group L.P.

Blackstone has acted as one of our financial advisors in connection with the proposed merger. We selected Blackstone based on Blackstone's experience, reputation and familiarity with our company's business. Blackstone is an internationally recognized investment banking firm and is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, leveraged buyouts and valuations for corporate and other purposes.

At the November 20, 2005 meeting at which our board of directors considered the proposed merger, Blackstone delivered an oral opinion to our board of directors, which was subsequently confirmed in writing, to the effect that, as of such date and based upon and subject to the assumptions, qualifications and limitations set forth therein, the $18.75 per share of common stock to be received by the holders of our common stock in the proposed merger was fair to such holders from a financial point of view.

The full text of Blackstone's opinion, dated November 20, 2005, to our board of directors, is attached as Appendix B to this proxy statement and is incorporated herein by reference. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Blackstone in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the opinion. We urge you to read the opinion carefully and in its entirety in connection with their consideration of the proposed merger.

Blackstone's opinion speaks only as of the date of the opinion. The opinion is directed to our board of directors and addresses only the fairness, from a financial point of view to our stockholders, of the $18.75 per share of common stock to be paid to the holders of our common stock by Sprint Nextel in the proposed merger. It does not address any other aspect of the proposed merger or the underlying business decision of our company to proceed with the proposed merger and is not a recommendation to any of our stockholders as to how a stockholder should vote in connection with the proposed merger or any other matter.

In arriving at its opinion, Blackstone, among other things:

- reviewed certain publicly available information concerning our business and financial condition that it believed to be relevant to its inquiry;
- reviewed certain internal information concerning our business, financial condition, and operations that it believed to be relevant to its inquiry;
- reviewed certain internal financial analyses, estimates and forecasts relating to our company prepared and furnished to Blackstone by our management, including our 2005 budget and long-term business plan, which included projected EBITDA of $340.0 million, $441.4 million and $498.6 million for 2005, 2006 and 2007, respectively, and projected capital expenditures of $140.0 million, $125.0 million and $125.0 million for 2005, 2006 and 2007, respectively;
- reviewed the reported prices and trading activity for our common stock;

- reviewed an unexecuted draft of the merger agreement dated November 19, 2005 and an unexecuted draft of the Stockholders Agreement among Sprint Nextel and certain holders of our common stock, made available on November 19, 2005;
- held discussions with members of our senior management concerning our business, operating environment, financial condition, prospects and strategic objectives, and the impact of the merger of Sprint Corporation with Nextel Communications, Inc. on our business;
- reviewed publicly available financial and stock market data with respect to certain other wireless companies that are in businesses that Blackstone believed to be generally comparable to those of our company;
- reviewed the financial terms of certain recent wireless business combinations that Blackstone believed to be comparable;
- performed a discounted cash flow analysis of our company based on our long-term business plan referred to above; and
- conducted such other financial studies, analyses, and investigations, and considered such other information as Blackstone deemed necessary or appropriate.

In preparing its opinion, with the consent of our board of directors, Blackstone relied upon, without assuming responsibility for independent verification, upon the accuracy and completeness of all financial and other information that was available from public sources and all projections and other information provided to it by our company or otherwise reviewed by Blackstone. Blackstone assumed that the financial projections prepared by our company and the assumptions underlying those projections, including the amounts and the timing of all financial and other performance data, were reasonably prepared and represented management's best estimates as of the date of their preparation. Blackstone expressed no view as to such analyses or forecasts or the assumptions on which they were based. Blackstone further relied upon the assurances of our management that they are not aware of any facts that would make the information and projections provided by them inaccurate, incomplete or misleading.

Blackstone was not asked to undertake, and did not undertake, an independent verification of any information, and Blackstone did not assume any responsibility or liability for the accuracy or completeness thereof. Blackstone did not conduct a physical inspection of any of our properties or assets. Blackstone also did not make an independent evaluation or appraisal of our specific assets or liabilities, nor was it furnished with any such evaluations or appraisals.

Blackstone assumed that the definitive merger agreement would not differ in any material respects from the draft thereof furnished to it. Blackstone also assumed that the proposed merger would be consummated in accordance with the merger agreement, without waiver, amendment or modification of any material terms, conditions, or agreements therein.

In arriving at its opinion, Blackstone was not authorized to solicit, and did not solicit, interest from any party with respect to an acquisition, business combination or other extraordinary transaction involving our company or our assets. Blackstone's opinion did not address the relative merits of the proposed merger as compared to other business strategies or opportunities that might be available to our company, the effect of any other arrangement in which we might engage, or our underlying business decision to effect the proposed merger nor does Blackstone's opinion constitute a recommendation to any of our stockholders as to how such stockholder should vote or act with respect to the proposed merger or any other matter.

The Blackstone opinion was necessarily based upon market, economic, financial and other conditions as they existed and could be evaluated as of the date of the opinion only. Blackstone assumed no responsibility to update or revise its opinion based on circumstances or events occurring after the date of the opinion.

In preparing its opinion to our board of directors, Blackstone performed a variety of financial and comparative analyses, including those described below. The preparation of a fairness opinion is complex and is not readily susceptible to partial analysis or summary description. Accordingly, Blackstone believes

that its analyses must be considered as a whole and that selecting portions of its analyses and factors, or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

No company, transaction or business used in Blackstone's analyses as a comparison is directly comparable to our company or the proposed merger, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning differences in financial and operating characteristics of the comparable companies, business segments or transactions and other factors that could affect the proposed merger or the other values of the companies, business segments or transactions being analyzed.

The estimates contained in Blackstone's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. The analyses do not purport to be appraisals and do not necessarily reflect the prices at which businesses actually may be sold, and such estimates are inherently subject to uncertainty.

Blackstone’s opinion and financial analyses were among many factors considered by our board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of our board of directors or management with respect to the proposed merger or the $18.75 per share of common stock to be paid to the holders of our common stock.

Summary of Financial Analyses. The following is a summary of the material financial analyses underlying Blackstone's opinion. The financial analyses summarized below include information presented in tabular format. In order to fully understand Blackstone's financial analyses, the tables must be read together with the text of each summary. Considering the data set forth in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Blackstone's financial analyses. Predictions of results of operations, cash flows, EBITDA and per share values for 2005 and subsequent years set forth in the following analyses are not guaranteed, involve risks and uncertainties and may not accurately predict future results of the combined company. These predictions may be affected by the various factors described above in the section called ‘‘Cautionary Statement Concerning Forward-Looking Information.’’

Publicly Traded Comparable Company Analysis.

Blackstone reviewed and analyzed certain public market trading data for publicly traded wireless communications companies that it deemed comparable to our company, using publicly available information including company filings, Wall Street equity research and the Institutional Brokerage Estimate System (a data service that compiles estimates issued by securities analysts), and compared the data for the peer group companies to the corresponding trading data for our company. The peer group consisted of the following publicly traded wireless communications companies with fully-diluted market equity values ranging from approximately $636 million to $7,904 million based on the closing stock prices as of November 18, 2005:

Regional Wireless Communications Companies:

- Centennial Communications Corp.
- Dobson Communications Corporation
- Leap Wireless International, Inc.

Sprint PCS Affiliates:

- iPCS, Inc.
- Alamosa Holdings, Inc.
- UbiquiTel Inc.

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Nextel Affiliate:

- Nextel Partners, Inc.

The table below sets forth the implied range of trading multiples and mean trading multiples for the peer group (including and excluding Nextel Partners, Inc. because it is currently involved in a put process with Sprint Nextel) as of November 18, 2005. With respect to the peer group, Blackstone calculated the implied multiples of the enterprise value, excluding non-core operations and minority investments based on market value estimates, of each peer company to the estimated 2005 and 2006 EBITDA and EBITDA less capital expenditures, as well as to our current number of subscribers.

	Total Enterprise Value as a Multiple of			
	Low	High	Mean	Mean (Ex. Nextel Partners)
2005E EBITDA	8.3x	15.5x	10.9x	10.1x
2006E EBITDA	7.4x	11.8x	9.4x	